

**WORKFORCE  
INVESTMENT  
BOARD  
OF  
SOUTHWEST  
MISSOURI, INC.**

**BY-LAWS**

**WIA 2-Year Plan  
Attachment 3**

**ORIGINAL APPROVAL:  
October 17, 2000**

**Modified: March 2003**

# **WORKFORCE INVESTMENT BOARD**

## **BY-LAWS**

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## **ARTICLE I**

### **1.0 Establishment of the Workforce Investment Board of Southwest Missouri: Organizational Name**

- 1.1 The board shall be known as The Workforce Investment Board of Southwest Missouri, Inc (hereinafter referred to as “WIB”), consisting of a seven (7) county region, comprised of the following counties: Barry, Barton, Dade, Jasper, Lawrence, McDonald, and Newton. The WIB shall be incorporated under the general not-for-profit laws of incorporation of the State of Missouri. The WIB shall be exempted from taxation under Section 501 (c) (3) of the Internal Revenue Code.
  
- 1.2 The WIB is established under the criteria set forth by the Workforce Investment Act of 1998.
  
- 1.3 The general purpose of the WIB, in partnership with the Chief Local Elected Officials of the 7-county region, shall be set policy for the portion of the statewide workforce investment system within the Southwest Region. Said general purpose shall also include, but not be limited to, the development of the local workforce investment plan, the oversight of all programs operated under the Workforce Investment Act, and the coordination of economic development strategies of the Southwest Region.

## ARTICLE II

### 2.0 Powers and Duties of the WIB

- 2.1 The WIB shall exercise and discharge its powers and duties as provided by law, and accordingly shall...
- A.) Adopt, amend, and/or repeal by-laws, rules, and/or regulations governing the conduct of its performance;
  - B.) Provide for internal organization of the WIB;
  - C.) Accept, use, and dispose of gifts, or donations of services or property (real, personal, or mixed, tangible, or intangible);
  - D.) Enter into and perform such contracts, leases, agreements, or other transactions with persons or agencies, public or private, as necessary to provide services to the eligible population;
  - E.) Take such other actions and incur such expenses as may be necessary or appropriate to carry out its purpose.
- 2.2 Members of the WIB shall not be compensated for their service on the Board.
- 2.3 The WIB shall be authorized to pay reasonable expenses incurred by board members such as mileage and training (registration fees, overnight expenses, etc.), while serving on the WIB.

## **ARTICLE III**

### **3.0 Organization of the Board**

- 3.1 The membership of the WIB shall be determined by the Workforce Investment Act (WIA), with the majority of said membership being from the private sector.
- 3.2 The Chief Local Elected Officials (CLEO) shall appoint the membership of the WIB, in accordance with the criteria established in the WIA. Nominations to the CLEOs must come from local business organizations, chambers of commerce, or local business trade organizations. Labor representatives must be appointed from among individuals who are nominated by local labor federations.

Private sector members of the WIB shall serve an interim transition period, which terminates June 30, 2003. WIB members may serve a maximum of two consecutive three-year terms.

- 3.3 Any member absent for one-half of the meetings in any program year, and/or more than three (3) consecutive meetings of the WIB may be terminated. The WIB Executive Committee shall review the circumstances and recommend termination or retention to the full WIB.
- 3.4 A member may be recommended for expulsion from the WIB when their inappropriate actions are deemed to be adverse to the credibility and mission and/or violation of the Code of Ethics of the WIB as a whole. Expulsion will occur when two thirds of the current WIB members elect to so remove by a public vote.

3.5 No member shall engage in any activity, including casting a vote for, participation in the selection, award, or administration of a subgrant or contract, if a conflict of interest, real or perceived, would be involved. Such a conflict would arise when:

- 1.) the individual
- 2.) any member of the individual's immediate family
- 3.) the individual's partner, or WIB
- 4.) an organization that employs, or is about to employ,

any of the above, has a financial or other interest in the firm or organization selected for award.

3.6 Members of the WIB will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subagreements.

## ARTICLE IV

### 4.0 Officers

- 4.1 The officers of the WIB, to be chosen by vote of the membership of the entire WIB, shall include a Chairperson, Chairperson-Elect, Secretary, and Treasurer. All officers shall be voting members of the WIB.
- 4.2 The normal term of office for all officers shall be from July 1 through June 30 of each two consecutive calendar years. Elections shall be held at the June WIB meeting, prior to the beginning of the next program year.
- 4.3 The Chairperson shall serve a term of one (1) year, and shall be from the private sector membership of the WIB. The Chairperson shall preside over all meetings of the WIB and execute all instruments for, and on behalf of, the WIB. The Chairperson shall perform other such duties as, from time to time, are prescribed and authorized by the members. Upon completion of the normal term of office, the Chairperson shall be referred to as Past Chairperson, and shall assume a position on the Executive Committee. The Past Chairperson shall have full voting rights on said committee, and shall serve on the committee for one (1) year.
- 4.4 The Chairperson-Elect shall serve a term of one (1) year, and shall be from the private sector membership of the WIB. Upon completion of the normal term of office, the Chairperson-Elect shall assume the office of Chairperson, for the following program year. The Chairperson-Elect shall, in the absence of disability of the Chairperson, perform the duties and exercise the powers for the Chairperson. The Chairperson-Elect shall perform other

such duties as, from time to time, are prescribed and authorized by the members.

- 4.5 The Secretary shall cause to be recorded all the proceedings of any meeting of the WIB in a book to be kept for that purpose. The Secretary shall give notice of all meetings as required and shall provide for the safekeeping of all documents of the WIB. The Secretary shall be recognized as the Parliamentarian of the WIB. The Secretary shall perform other such duties as, from time to time, are prescribed and authorized by the members.
- 4.6 The Treasurer shall have responsibility for all funds of the WIB and shall have cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the WIB. The Treasurer shall ensure that all monies in the name and to the credit of the WIB are deposited in a depository as may be designated by the WIB. The Treasurer shall ensure that the funds of the WIB are disbursed and ordered by the members, taking proper vouchers for such disbursement and shall ensure that the members are provided an accounting of all transactions and of all financial conditions of the WIB as required by the members. The Treasurer shall serve as the Chairperson of the Finance Committee. The Treasurer shall perform other such duties as, from time to time, are prescribed and authorized by the members.
- 4.7 Any duty of the Secretary or Treasurer may be delegated to a designee of the Chairperson under the supervision of the WIB.
- 4.8 An officer elected by the members of the WIB may be removed at any time without cause by an affirmative vote

of the majority of the WIB. Any vacancy occurring in any office shall be filled for the unexpired term thereof, by the membership, in the same manner as provided for in elections.

4.9 The membership may, by proper resolutions, grant either general or specific authority to the appropriate designee to execute instruments for and on behalf of the WIB.

4.10 All officers, members of the WIB, and authorized staff members shall be provided with adequate insurance coverage so as to provide protection from claims of personal liability in connection with WIB actions.

## ARTICLE V

### 5.0 Meetings

- 5.1 All regular, special, and committee meetings of the WIB shall be open and public meetings, except as provided by the most recent edition of the State of Missouri Open Meetings Law. All said meetings shall be conducted using the most recent edition of Robert's Rules of Order.
- 5.2 The WIB shall meet a minimum of six (6) times per program year.
- 5.3 The Chairperson shall call all meetings of the WIB at such time and places and for such purpose(s) as the Chairperson designates. Actions shall not be limited to designated purposes.
- 5.4 The Chairperson may also call special meetings of the WIB at such times and places for such purposes as the Chairperson shall designate. Special meetings of the WIB may also be called by the written request of one-third (1/3) of the members of the WIB, filed with the Secretary. Said requests shall designate the time, place, and purpose of the special meeting. The business of any special meeting shall be limited to the stated purpose of that meeting.
- 5.5 Written notices of regular and special meetings of the WIB shall be given to include an agenda of the meeting. A notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member of the WIB at the last address that appears on records of the WIB, not less than five (5) days prior to said meeting.

- 5.6 Each member of the WIB shall have one (1) vote on all matters. Proxy voting shall not be permitted.
- 5.7 A quorum shall be present when a majority of members in attendance represent the private sector membership.
- 5.8 The minutes of each meeting shall be prepared and distributed to members within five (5) days prior to the next meeting. The minutes of each meeting and corrections thereto, duly adopted, shall be signed by the Secretary or the designee of the Chairperson.

## **ARTICLE VI**

### **6.0 Committees**

6.1 The Executive Committee shall consist of seven (7) members. The composition of the Executive Committee shall be as follows: Past Chairperson, Chairperson, Chairperson-Elect, Secretary, Treasurer, one duly elected at-large member from the private sector of the WIB, and one duly elected at-large member from the public sector of the WIB. The at-large members shall serve a term of one year, and shall be nominated and elected at the June WIB meeting.

6.2 The WIB may establish other standing or ad hoc committees as may be required to properly carry out the described functions.

## **ARTICLE VII**

### **7.0 Amending the By-Laws**

7.1 The by-laws of the WIB may be amended by a two-thirds (2/3)-majority vote of the members present at any regular meeting. No amendment shall be voted upon without having first been presented in writing to the full membership of the WIB at least five (5) days prior to the scheduled meeting.

## **ARTICLE VIII**

### **8.0 Fiscal Year, Audit, and Budget**

- 8.1 The fiscal year of the WIB shall be from July 1 to June 30 of the next calendar year.
- 8.2 A complete audit of the books of the WIB shall be performed by an independent Certified Public Accountant and shall be submitted to the WIB as soon as possible following the close of the fiscal year. Said audit shall be presented to the WIB and shall be available to any local, state, or federal entity which requires such audit.
- 8.3 The Finance Committee shall develop an annual budget providing fiscal support for the programs and administrative activities established by the WIB. The budget shall be presented for approval to the membership of the WIB no later than the last scheduled meeting of the fiscal year.

## ARTICLE IX

### 9.0 General

- 9.1 In any case where provisions of these by-laws and amendments thereto may be in conflict with the agreement and resolution establishing the WIB and any amendments thereto, said agreement and resolution and any amendments thereto should prevail.
- 9.2 All revisions to the budget and/or plan are subject to WIB approval. The signature of the Chairperson is required on all revisions.
- 9.3 Upon the dissolution of the WIB, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Workforce Investment Board  
of Southwest Missouri, Inc.

# CODE OF ETHICS

This Code of Ethics has been developed to create awareness of, and bring attention to, the expectations of how the members of the Workforce Investment Board of Southwest Missouri are to conduct themselves.

By signing this document....

**I will conduct all member responsibilities with fairness, honesty, and integrity.**

**I will avoid all Conflicts of Interest, real, or perceived, or any other improprieties.**

**I will treat all board members, staff personnel, represented agencies, both public and private, all guests, and any other persons with whom I have contact in the course of my duties as a board member, with dignity and respect.**

**I will help create and sustain an atmosphere conducive to the spirit of this code.**

## ATTESTATION:

\_\_\_\_\_  
Member Name – Printed

\_\_\_\_\_  
Member Signature

\_\_\_\_\_  
Jim Honey  
Jasper County Commissioner  
Chief Local Elected Official